

EXHIBIT 3

**UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION**

IN RE WALGREEN CO. STOCKHOLDER
LITIGATION

Civil No. 1:14-cv-9786

JOHN BERLAU,

Objector.

DECLARATION OF JOHN BERLAU

Now comes John Berlau, and states the following under oath and under penalty of perjury in support of his objection:

1. I have personal knowledge of the facts set forth herein and, if called as a witness, could and would testify competently thereto.

2. My name is John Berlau. My mailing address is 1899 L Street NW, 12th Floor, Washington, DC 20036. I can be contacted through my *pro bono* attorney Melissa A. Holyoak of the non-profit Competitive Enterprise Institute's Center for Class Action Fairness.

3. I held shares of Walgreen Co. common stock between August 5, 2014 and December 31, 2014. A true and correct copy of my Fidelity statement reflecting my ownership is attached hereto as Exhibit A.

4. The specific grounds for my objection are contained in my Objection filed by my attorney in this case. I have discussed the Objection with my counsel and I have fully reviewed the Objection.

5. I intend for my counsel Melissa A. Holyoak to appear at the Fairness Hearing, currently scheduled for November 20, 2015 at 10:00 a.m., and present argument regarding the Objection.

6. I bring this Objection in good faith. But if the court has any skepticism of my good faith, I am willing to stipulate to an injunction forbidding me from settling my Objection without this court's approval.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed on November 4, 2015, in Washington, D.C.

6. I bring this Objection in good faith. But if the court has any skepticism of my good faith, I am willing to stipulate to an injunction forbidding me from settling my Objection without this court's approval.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed on November 4, 2015, in Washington, D.C.

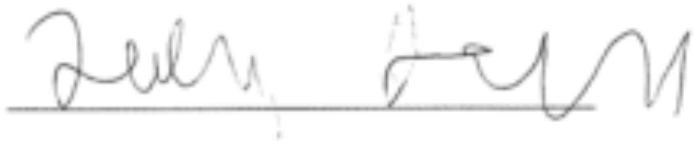


EXHIBIT A

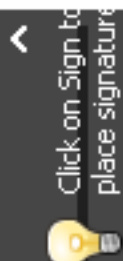


FIDELITY

PREMIUM SERVICESSM

Investment Report

December 1, 2014 - December 31, 2014


Fidelity Account sm Z85-406619 JOHN L BERLAU - INDIVIDUAL TOD

Transaction Details

Investment Activity

Settlement Date	Security	Description	Quantity	Price per Unit	Cost Basis of Close	Transaction Amount
12/31	WALGREEN CO COM ISIN #US9314221097 SEDOL #2934839 MER PAYOUT #REOR M0050891250000	Merger	-20,000			0.00
12/31	WALGREENS BOOTS ALLIANCE INC COM ISIN #US9314271084 SEDOL #BTN1Y44 MER FROM 931422109 #REOR M0050891250001	Merger	20,000			0.00

1 - FIFO (First-In, First-Out)

Cost basis and Gain/Loss information is provided as a service to our customers and is based on standards for filing US Federal Tax Returns as determined by Fidelity. This information is not intended to address tax law or reporting requirements applicable in your country of tax residence.